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SEC 1972 Potential persons who are to respond to the collection of information (6-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL

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2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

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THOMSON FINANCIAL

FORM D

SEC	USE ONLY
Prefix	Serial
DATI	E RECEIVED

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NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SKYE HEAGE A	FUND, LII	TITED PAL	2TNERSH	VA		
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)						
Filing Under (Check box(es) that apply):	[] <u>Rule</u> 504	[] <u>Rule</u> 505	[V] <u>Rule</u> 506	[] Section 4(6)	[] ULOE	
Type of Filing: [✓ New F	iling [] An	nendment				
	A. BASIC	IDENTIFICAT	ION DATA	\		
1. Enter the information re	equested abo	ut the issuer				
Name of Issuer ([] chec change.) SKYE INVESTITE				-		
Address of Executive Office Telephone Number (Incl. 985 UNIVERSITY	ces (Nur uding Area Co	nber and Stre ode)	et, City, St	ate, Zip Code)		
Address of Principal Busi Telephone Number (Includif different from Executive	ness Operation	ons (Number	•			
Brief Description of Busin	ess					
REGISTERES I	NVESTM	SNT ADV	ISOR			
Type of Business Organization				/		
[] corporation	[] limited formed	l partnership,	already	[v] other (p specify): ムム		

[] business trust	[] limited partnership, to be formed
	Month Year
Actual or Estimated Date Organization:	03 00
•	tion or Organization: (Enter two-letter U.S. Postal Service
[C][A]	CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and

must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) [] Promoter [that Apply:] Beneficial Owner	[] Executive Officer	[] Director [✔]	General and/or Managing Partner
Full Name (Last name first, if in SKYE INVESTMENT		es, LCC		
Business or Residence Addres			state, Zip Code)	
985 UNIVERSITY A	•		•	95032
Check Box(es) [] Promoter [that Apply:			•	,
Full Name (Last name first, if it	ndividual)			
PAUL L Mc ENT	•			
Business or Residence Addres	ss (Number a	nd Street, City, S	State, Zip Code)	
985 UNIVERSITY	•	· .	• •	75032
Check Box(es) [] Promoter [that Apply:] Beneficial Owner	[Executive Officer	[JDirector []	General and/or Managing Partner

Full Name (Last name first, if individual)

and Street, City, S	State, Zip Code)	
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		<u> 7503.</u>
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Business or Residence Address (Number and Street, City, State, Zip Code)

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				B. IN	FORM/	ATION	ABOU [.]	T OFFE	RING			
	s the is tors in		-		the issu	uer inte	nd to s	ell, to n	on-acc	redited	Yes []	No [✓]
		An	swer a	ılso in .	Append	dix, Co	umn 2,	if filing	under	ULOE.		
	nat is th dual?				nent tha	at will b	e acce	pted fro	m any		\$ <u>25</u>	0,000
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Business or Residence Address (Number and Street, City, State, Zip Code)

985 UNIVERSITY AVE #26 LOS GATOS CA 95032

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) 1 All States [AK] [AZ] [AR] [GA] [CO] [CT] [AL] [DE] [FL] [GA] [HI] [KY] [LA] [IL] [IN] [Al] [KS] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [MT] [RI] [SC] [SD] [TN] [TX] [UT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) 1 All States [AK] [AZ] [AR] [CA] [CO] [CT] [AL] [DE] [FL] [GA] [HI] [ID][DC] [[N]] [Al] [KS] [KY] [LA] [ME] [MI] [MN] [MS] [MO] [MA] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

7 of 14

Type of Security	Aggregate Offering Price	Amount Aiready Sold
Debt	. \$	\$
Equity	\$	\$
[] Common [] Preferred Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$ 7.4 MILLION
Other (Specify).	\$	\$
Total	\$	\$
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	3/	\$ 7.4 MILLION
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold

Salaries and fees	Payment Officers, Directors Affiliates []	Payments , & To
Purchase of real estate	\$ []	\$ []
	\$	\$
Purchase, rental or leasing and installation and equipment	of machinery [] \$	[] \$
Construction or leasing of plant buildings a facilities	\$	[] \$
Acquisition of other businesses (including securities involved in this offering that may exchange for the assets or securities of an pursuant to a merger)	y be used in [] nother issuer \$	[] \$
Repayment of indebtedness	Ψ	[] \$
Working capital	\$	[] \$
Other (specify): <i>INVESTMENTS</i> /N	[] \$	[]
EQUITY SECURITIES	[] \$	[] \$ 7,382,000
Column Totals	[]	[] \$ <i>7,382,000</i>
Total Payments Listed (column totals adde	ed) []\$	\$ 7,382,000 7,382,000
D. FEDERAL S	SIGNATURE	
The issuer has duly caused this notice to be signerson. If this notice is filed under Rule 505, the undertaking by the issuer to furnish to the U.S. written request of its staff, the information furnish investor pursuant to paragraph (b)(2) of Rule 50 Skye TNVESTMENT Abrisons, and the sum of the	e following signature const Securities and Exchange of hed by the issuer to any notes.	titutes an Commission, upon
UNITE AND CONTRACTOR OF THE CO		
Issuer (Print or Type)	ignature	Date

Parl Mr Inters	
Name of Signer (Print or Type)	Title of Signer (Print or Type)
PAUL L. MCENTIRE	CHACRMAN

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE			
 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No		
See Appendix, Column 5, for state response.			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or 1	Type)